**HUGHES ELECTRONICS CORPORATION** 

By:

Eddy V. Hartenstein
Corporate Senior Executive Vice President

### Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

	PECEIVED
Application of	DEC - 3 2001
ECHOSTAR COMMUNICATIONS CORPORATION, GENERAL MOTORS CORPORATION, HUGHES ELECTRONICS CORPORATION,	) PERFORMANCATIONS COMMISSION OFFICE OF THE SECRETARY
Transferors,	File Nos. $01-348$
and	)
ECHOSTAR COMMUNICATIONS CORPORATION,	)
Transferee,	)
For Authority to Transfer Control.	) ) )

#### CONSOLIDATED APPLICATION FOR AUTHORITY TO TRANSFER CONTROL

Gary M. Epstein
James H. Barker
Arthur S. Landerholm
LATHAM & WATKINS
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Suite 1000
Washington, DC 20004
202-637-2200
Counsel for General Motors Corporation
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Counsel for EchoStar Communications Corporation

APPLICATION FOR SATELLITE SPACE	CE AND EARTH STATION AUT	HORIZATIONS FOR	FCC Use Only	
TRANSFER OF CONTROL OR ASSIG	NMENTFCC 312 MAIN FORM	FOR OFFICIAL USE	1	
e	ONLY			
<u></u>			1	

#### **2APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu: (14) DIRECTV Enterprises, LLC Fixed, Receive Only Earth Stations

Name:	EchoStar Communications Corporation (a Delaware corporation)	Phone Number:	(303) 723–1000
DBA Name:		Fax Number:	(303) 723–1699
Street:	5701South Santa Fe	E-Mail:	
City:	Littleton	State:	СО
Country:	USA	Zipcode:	80120 -

9-16. Name of Contact Representative (If other than applicant)

Name: Pantelis Michalopoulos

**Phone Number:** (202) 429–6494

Company: Steptoe & Johnson LLP

Fax Number: (202) 429–3902

Street: 1330 Connecticut Ave., NW

E-Mail:

City:

Washington

State:

DC

Country:

USA

Zipcode:

20036-1795

Contact

Title:

Relationship:

Legal Counsel

#### **CLASSIFICATION OF FILING**

al. Earth Station

a2. Space Station

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

(N/A) b1. Application for License of New Station

(N/A) b2. Application for Registration of New Domestic Receive-Only Station

(N/A) b3. Amendment to a Pending Application

(N/A) b4. Modification of License or Registration

b5. Assignment of License or Registration

6 b6. Transfer of Control of License or Registration

(N/A) b7. Notification of Minor Modification

(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite

(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application of the submitted with th	159. If No, indicate reason for fee exemption (	see 47 C.F.R.Section 1.1114).
17d.  Fee Classification A CNO – Receive Only Fee Classification B	Earth Station Quantity 1 Quantity 3	
18. If this filing is in reference to an existing station, enter:  (a) Call sign of station:  Not Applicable	19. If this filing is an amendment to a pending (a) Date pending application was filed: Not Applicable	application enter:  (b) File number of pending application:  Not Applicable

#### TYPE OF SERVICE

le or use the following type(s) of service(s): Select all that apply:
22. If earth station applicant, check all that apply.
Using U.S. licensed satellites
Using Non-U.S. licensed satellites
service, see instructions regarding Sec. 214 filings. Choose one. Are these
to a Public Switched Network    N/A
plicable frequency band(s).

#### TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.
a. Fixed Earth Station
b. Temporary—Fixed Earth Station ,°
C c. 12/14 GHz VSAT Network
C d. Mobile Earth Station
C e. Geostationary Space Station .
C f. Non-Geostationary Space Station
C g. Other (please specify)
26. TYPE OF EARTH STATION FACILITY: Choose only one.
Transmit/Receive C Transmit—Only Receive—Only N/A
O () ()
PURPOSE OF MODIFICATION
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)
The proposed modification to to. (I take all 12 in the box(ob) name to all that appropri
Not Applicable
Not Applicable

#### **ENVIRONMENTAL POLICY**

29. Is the applicant a foreign government or the representative of any foreign government?	C Yes © No C N/A
30. Is the applicant an alien or the representative of an alien?	C Yes © No
31. Is the applicant a corporation organized under the laws of any foreign government?	C Yes © No

C Yes O No

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental

impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

32. Is the applicant a corporation of which any officer or director is an alien or of which more than one—fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	O Yes O N/A	€ No
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one—fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	C Yes	⊙ <sup>No</sup>
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		
BASIC QUALIFICATIONS		
35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?  If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	O Yes	<b>⊙</b> No
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances.	C Yes	€ No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	C Yes	<b>⊙</b> No
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances	C Yes	€ <sup>No</sup>
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	€ Yes	C No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<b>⊙</b> Yes	C No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.		<b>⊙</b> No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

See narrative description in Consolidated Application for Authority to Transfer Control.

#### **CERTIFICATION**

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next	to applicable response.)			
<ul> <li>Individual</li> <li>Unincorporated Association</li> <li>Partnership</li> <li>Corporation</li> <li>Governmental Entity</li> <li>Other (please specify)</li> </ul>				
45. Name of Person Signing David K. Moskowitz		46. Title of Person Signary. Vice President and		
47. Please supply any need attachments.				
Attachment 1:	Attachment 2:		Attachment 3:	
	ion 1001), AND/OR RE	VOCATION OF ANY S	BY FINE AND / OR IMPRISONMENT FATION AUTHORIZATION 1503).	

#### SATELLITE EARTH STATION AUTHORIZATIONS FCC Form 312 - Schedule A

FOR OFFICIAL USE ONLY

Select one of the following	
© CONSENT TO TRANSFER OF CONTROL	C CONSENT TO ASSIGNMENT OF LICENSE
ONLY REGISTRATION	O NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

Name: DIRECTV Enterprises, LLC

**Phone** (310) 364–6000

90245

Number:

**DBA Name:** 

Fax Number: (310) 456–1089

Street: 200 North Sepulveda Blvd.

E-Mail:

P.O. Box 956

City:

El Segundo

State:

Country:

USA

Zipcode:

Attention: General Counsel

. List Callsign(s)	of station(s) be	ing assigned o	or transfered	A9. No. of station(s) listed		
Callsign: E980341	Callsign: E980170	Callsign: Callsign: E950424 E950423				
		q				
0. Name of Tran	sferor/ Assignor	•				
	Name:	Hughes Elec	ctronics Corporation	Phone Number:	(310) 364–6000	
	Company:			Fax Number:	(310) 456–1089	
	Street:	200 North S	Sepulveda Blvd.	E-Mail:		
		P.O. Box 95	56			
	City:	El Segundo		State:	CA	
	Country:	USA		Zipcode:	90245 -	
	Contact Title:			Relationship:		

Name:	EchoStar Communications Corporation (a Delaware corporation)	Phone Number:	(303) 723–1000	
DBA Nan	ie:	Fax Number:	(303) 723-1699	
Street:	5701 South Santa Fe	E-Mail:		
City:	Littleton	State:	СО	
Country:	USA	Zipcode:	80120 -	
Attention	:			
es, attach as Exhibit E, a s	ensed, is the transferee / assignee direct tatement (including organizational diag re and extent of control including: (1) that tity and any intermediate subsidiaries of	grams where appropi the name, address, ci	riate) which fully and tizenship, and primary	C Yes  No No N/A

#### **CERTIFICATION**

- 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
- 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) DIRECTV Enterprises, LLC	A24. Title (Office Held by Person Signing) Robert M. Hall, Sr. Vice President	
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation	A28. Title (Office Held by Person Signing)  Larry D. Hunter, Corporate Vice President	
A26. Printed Name of License Transferee / Assignee (Must agree with A15) EchoStar Communications Corporation (a Delaware co	A28. Title (Office Held by Person Signing)  David K. Moskowitz, Sr. Vice President	

#### **Response to Question 39**

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

1. <u>Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.</u>
Plaintiff seeking \$35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has not commenced.

#### 2. <u>Grand Jury Investigation/State Department Review</u>

There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. In this long-pending investigation, no indictment has issued, nor has the State Department imposed sanctions, to date.

#### 3. Bischoff, et al. v. DIRECTV, et al.

In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services. There will be a status conference in this matter shortly. DIRECTV intends to move to compel arbitration

4. Kingray, et al. v. NBA, et al., Kingray, et al. v. NHL, et al.,

Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to dismiss complaint granted with leave to amend. Second motion to dismiss now pending. DIRECTV's motion to compel arbitration denied. DIRECTV has filed notice of appeal of arbitration ruling.

# Page 1 of 1 EchoStar Communications Corporation (a Delaware corporation) See narrative description in Consolidated Application for Authority to Transfer Control.

Response to Question 40

#### Note to Response to Question A1

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

As of the date of this filing, the authorizations listed in the table below are licensed to DIRECTV Enterprises, Inc. Contemporaneously with this filing, DIRECTV Enterprises, LLC ("DTV LLC") is filing an application for Commission consent to the pro forma assignment of these licenses from the current licensee to DTV LLC. This pro forma assignment is not contingent on the consummation of the transactions that are the subject of this Application.

	eall Sign/ Fle Number	Location/Station Type/ Description	Frequency	US/Non-US
Earth Station	E950423	Fixed, Receive Only	C-band	US
Earth Station	E950424	Fixed, Receive Only	C-band	US
Earth Station	E980170	Fixed, Receive Only	C-band	US
Earth Station	E980341	Fixed, Receive Only	C-band	US

## Response to Question A21 Page 1 of 1 EchoStar Communications Corporation (a Delaware corporation)

#### Public Interest Statement

See narrative description in Consolidated Application for Authority to Transfer Control.

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR	FCC Use Only
TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE	·
ONLY	

#### **2APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu: (15) DIRECTV Enterprises, LLC Space Stations

DBA Name: Street: 5701 South Santa Fe  E-Mail:  City: Littleton State: CO Country: USA South Santa Fe  Fax Number: (303) 723-1699  CO State: CO State: CO	Name:	EchoStar Communications Corporation (a Delaware corporation)	Phone Number:	(303) 723–1000
City: Littleton State: CO			Fax Number:	(303) 723–1699
·	Street:	5701South Santa Fe	E-Mail:	
Country, USA Zipada 90120 -	City:	Littleton	State:	СО
Zipcode: 80120 -	Country:	USA	Zipcode:	80120 –

9-16. Name of Contact Representative (If other than applicant)

Name:

Pantelis Michalopoulos

Phone Number:

(202)429-6494

Company: Steptoe & Johnson LLP

Fax Number:

(202)429-3902

Street:

1330 Connecticut Ave., NW

E-Mail:

City:

Washington

State:

DC

Country:

USA

Zipcode:

20036-1795

Contact

Title:

Relationship:

Legal Counsel

#### **CLASSIFICATION OF FILING**

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

al. Earth Station

a2. Space Station

(N/A) b1. Application for License of New Station

(N/A) b2. Application for Registration of New Domestic Receive-Only Station

(N/A) b3. Amendment to a Pending Application

(N/A) b4. Modification of License or Registration

65. Assignment of License or Registration

6 b6. Transfer of Control of License or Registration

(N/A) b7. Notification of Minor Modification

(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite

(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

C Governmental Entity C Noncommer	59. If No, indicate reason for fee exemption (se cial educational licensee	e 47 C.F.R.Section 1.1114).  For a request to transfer direct broadcaset satellite
17d.		
Fee Classification A BFY – Space Station Fee Classification B	(Geostationary) Quantity 0 Quantity	
<ul><li>18. If this filing is in reference to an existing station, enter:</li><li>(a) Call sign of station:</li><li>Not Applicable</li></ul>	19. If this filing is an amendment to a pending ap (a) Date pending application was filed: Not Applicable	oplication enter:  (b) File number of pending application:  Not Applicable

#### TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide	e or use the following type(s) of service(s): Select all that apply:
, ·	
a. Fixed Satellite	
b. Mobile Satellite	ı
c. Radiodetermination Satellite	· ·
d. Earth Exploration Satellite	ı
e. Direct to Home Fixed Satellite	,
f. Digital Audio Radio Service	i
g. Other (please specify)  Direct Broadcast Satellite	
21. STATUS: Choose the button next to the applicable status. Choose	22. If earth station applicant, check all that apply.
only one.	Using U.S. licensed satellites
C Common Carrier Non-Common Carrier	Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER s	service, see instructions regarding Sec. 214 filings. Choose one. Are these
facilities:	Dubli- Curitahad Naturalis - NI/A
Connected to a Public Switched Network O Not connected to	) a Public Switched Network
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all app	licable frequency band(s).
a. C-Band (4/6 GHz)  b. Ku-Band (12/14 GHz)	
c.Other (Please specify upper and lower frequencies in MHz.)	
Frequency Lower: Frequency Upper: 17.3 – 17.8 GHz	ļ

#### TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.
a. Fixed Earth Station
C b. Temporary-Fixed Earth Station
C c. 12/14 GHz VSAT Network
C d. Mobile Earth Station
e. Geostationary Space Station
f. Non-Geostationary Space Station
C g. Other (please specify)
26. TYPE OF EARTH STATION FACILITY: Choose only one.
C Transmit/Receive C Transmit-Only C Receive-Only N/A
PURPOSE OF MODIFICATION
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)
Not Applicable